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filed
16/9/65

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1350.
FILED, SEPTEMBER 16th, 1965.

QUEBEC MATTAGAMI MINERALS LIMITED

Full corporate name of Company
Incorporated under Part IV of the Ontario Corporations Act, by Letters Patent dated Nov. 15, 1943, Supplementary Letters Patent dated Oct. 16, 1948, Dec. 14, 1954
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 Sept. 10, 1956 (Ontario) by Letters Patent dated May 1st, 1957). Sept. 10, 1961

FILING STATEMENT Reference is made to previous Filing Statement No. 617.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	a. The Company has entered into the underwriting and option agreement referred to in Item 6. b. A change in the directors referred to in Item 3.																																			
2. Head office address and any other office address.	Suite 1002, 80 Richmond Street West, Toronto 1, Ontario																																			
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Present Officers & Directors <table><tr><td>President & Director</td><td>J. D. Liard 95 Chiltern Hill Road, Toronto, Ontario.</td><td>Mining Executive</td></tr><tr><td>Vice-President & Director</td><td>J. Douglas Streit 99 Arjay Crescent, Willowdale, Ontario.</td><td>Mining Engineer & Member of the Toronto Stock Exchange</td></tr><tr><td>Director</td><td>Frank M. Fielder 561 Avenue Road, Toronto, Ontario.</td><td>Public Relations Consultant</td></tr><tr><td>Secretary-Treasurer & Director</td><td>W. E. Rearden, 84 Betty Ann Drive, Willowdale, Ontario</td><td>Accountant</td></tr><tr><td>Director</td><td>C. A. Colville 15 Overton Place, Don Mills, Ontario</td><td>Chartered Secretary</td></tr></table> The underwriting referred to in Item 6 is conditional upon the reconstitution of the directors and officers as follows: <table><tr><td>President & Director</td><td>J. Douglas Streit 99 Arjay Crescent, Willowdale, Ontario</td><td>Mining Engineer & Member of the Toronto Stock Exchange</td></tr><tr><td>Vice-President & Director</td><td>Bert W. Lang 2577 Lakeshore Blvd. West, Toronto, Ontario</td><td>Mining Executive</td></tr><tr><td>Director</td><td>J. F. Paxton 1021 Lakeshore Road East, Oakville, Ontario</td><td>Mining Executive</td></tr><tr><td>Director</td><td>Clarence B. Charlebois 870 Marlboro Drive, Town of Mount Royal, Quebec.</td><td>Prospector</td></tr><tr><td>Director</td><td>William Flexman 3 Stratheden Road Toronto, Ontario</td><td>Mining Executive</td></tr><tr><td>Secretary-Treasurer</td><td>W. E. Rearden 84 Betty Ann Drive Willowdale, Ontario</td><td>Accountant</td></tr></table>			President & Director	J. D. Liard 95 Chiltern Hill Road, Toronto, Ontario.	Mining Executive	Vice-President & Director	J. Douglas Streit 99 Arjay Crescent, Willowdale, Ontario.	Mining Engineer & Member of the Toronto Stock Exchange	Director	Frank M. Fielder 561 Avenue Road, Toronto, Ontario.	Public Relations Consultant	Secretary-Treasurer & Director	W. E. Rearden, 84 Betty Ann Drive, Willowdale, Ontario	Accountant	Director	C. A. Colville 15 Overton Place, Don Mills, Ontario	Chartered Secretary	President & Director	J. Douglas Streit 99 Arjay Crescent, Willowdale, Ontario	Mining Engineer & Member of the Toronto Stock Exchange	Vice-President & Director	Bert W. Lang 2577 Lakeshore Blvd. West, Toronto, Ontario	Mining Executive	Director	J. F. Paxton 1021 Lakeshore Road East, Oakville, Ontario	Mining Executive	Director	Clarence B. Charlebois 870 Marlboro Drive, Town of Mount Royal, Quebec.	Prospector	Director	William Flexman 3 Stratheden Road Toronto, Ontario	Mining Executive	Secretary-Treasurer	W. E. Rearden 84 Betty Ann Drive Willowdale, Ontario	Accountant
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4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 7,000,000 shares \$1.00 par value Issued and outstanding: 2,099,500 shares, \$1.00 par value																																			
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None																																			
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an agreement dated September 15, 1965, between the Company and J. Bradley Streit & Company Limited, Suite 1004, 80 Richmond Street West, Toronto, acting on its own behalf and on behalf of the clients named in Item 7, and made conditional upon the reconstitution of the directors and officers of the Company in the manner set out in Item 3 and the acceptance for filing hereof, the Company has agreed to sell to J. Bradley Streit & Company Limited on its own behalf and on behalf of its said clients, 400,000 treasury shares at the price of 15¢ per share payable upon the acceptance for filing hereof (herein called the "Effective Date"). The agreement provides for the following option: 200,000 shares at 20¢ per share within 3 months of the Effective Date.																																			

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	J. Bradley Streit & Company Limited has entered into the agreement referred to in Item 6 on its own behalf as to a 25% interest therein, on behalf of J.F. Paxton, 1021 Lakeshore Road East, Oakville, Ontario, on behalf of a company to be incorporated as to a 10% interest therein, on behalf of Tremoy Holdings Limited, 25 Adelaide Street West, Toronto, Ontario, as to a 17% interest therein, on behalf of Marbill Corporation Limited, 3 Stratheden Road, Toronto, Ontario, as to a 16% interest therein and on behalf of George Gerard Inc., 40 Main Street, Magog, Quebec, as to a 16% interest therein and on behalf of Antonic Mining & Holding Corp, Suite 509, 25 Adelaide Street West, Toronto, Ontario, as to a 16% interest therein. The only persons having an interest in J. Bradley Streit & Company Limited are J. Bradley Streit, 1 Benvenuto Place, Toronto, Ontario, J. Douglas Streit, 99 Arjay Crescent, Willowdale, Ontario, C. William Streit, 88 Stratford Crescent, Toronto, Ontario, William E. Rearden, 84 Betty Ann Drive, Willowdale, Ontario and Harry J. Shanacy, 31 Belgrave Avenue, Toronto, Ontario. The only person having an interest in Tremoy Holdings Limited is William Plexman, 3 Stratheden Road, Toronto, Ontario. The only person having an interest in Marbill Corporation Limited is Clarence B. Charlebois, 870 Marlboro Drive, Town of Mount Royal, Quebec. The only person having an interest in George Gerard Inc. is George Gerard, 40 Main Street West, Magog, Quebec. The only person having an interest in Antonic Mining & Holding Corp. is August Mitto, 793 3rd Avenue, Val-D'Or, Quebec. The only person having an interest in the company to be incorporated by J. F. Paxton will be the said J.F. Paxton, 1021 Lakeshore Road East, Oakville, Ontario.												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to expend the proceeds of sale of the treasury shares referred to in Item 6 in conducting a programme of exploration and development of the Company's gold prospect in Destor Township, Quebec, in accordance with the recommendations of L.G. Phelan, M.A.Sc., P.Eng., contained in his report dated September 9, 1965 and for working capital.												
10. Brief statement of company's chief development work during past year.	No active work was carried by the Company during the past year. The Company's original gold property in Destor Township, Quebec as well as 6 claims in the Joutel-Mattagami area were maintained in good standing.												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	495,000 shares are held in escrow subject to release by The Toronto Stock Exchange and the Board of Directors of the Company.												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table border="0"> <tr> <td>Thomson Kernaghan & Co. Ltd. 365 Bay Street Toronto, Ontario</td> <td>165,000 shares</td> </tr> <tr> <td>Bert W. Lang 2577 Lakeshore Blvd. West Toronto, Ontario</td> <td>265,000 shares</td> </tr> <tr> <td>Edward Bosada 471 Murdock Street Noranda, Quebec</td> <td>50,000 shares</td> </tr> <tr> <td>Orland Craft 755 Murdock Street Noranda, Quebec</td> <td>15,000 shares</td> </tr> </table> The beneficial owners of the escrowed shares registered in the name of Thomson Kernaghan & Co. Ltd are: <table border="0"> <tr> <td>Old Colony Explorers Limited Suite 1002, 80 Richmond St. West Toronto, Ontario</td> <td>45,000 shares</td> </tr> <tr> <td>Verona Rock Products Limited Suite 1002, 80 Richmond St. West Toronto, Ontario</td> <td>120,000 shares</td> </tr> </table>	Thomson Kernaghan & Co. Ltd. 365 Bay Street Toronto, Ontario	165,000 shares	Bert W. Lang 2577 Lakeshore Blvd. West Toronto, Ontario	265,000 shares	Edward Bosada 471 Murdock Street Noranda, Quebec	50,000 shares	Orland Craft 755 Murdock Street Noranda, Quebec	15,000 shares	Old Colony Explorers Limited Suite 1002, 80 Richmond St. West Toronto, Ontario	45,000 shares	Verona Rock Products Limited Suite 1002, 80 Richmond St. West Toronto, Ontario	120,000 shares
Thomson Kernaghan & Co. Ltd. 365 Bay Street Toronto, Ontario	165,000 shares												
Bert W. Lang 2577 Lakeshore Blvd. West Toronto, Ontario	265,000 shares												
Edward Bosada 471 Murdock Street Noranda, Quebec	50,000 shares												
Orland Craft 755 Murdock Street Noranda, Quebec	15,000 shares												
Old Colony Explorers Limited Suite 1002, 80 Richmond St. West Toronto, Ontario	45,000 shares												
Verona Rock Products Limited Suite 1002, 80 Richmond St. West Toronto, Ontario	120,000 shares												

FINANCIAL STATEMENTS

QUEBEC MATTAGAMI MINERALS LIMITED

(Incorporated Under the Laws of the Province of Ontario)

Balance Sheet As at September 8, 1965

ASSETS

Current Assets

Bank Balances 46,379.16

Fixed Assets

Mining Properties - At Cost 214,560.00
Buildings - At Appraised Value 4,500.00
219,060.00

Deferred Charges

Shaft Sinking 79,454.76
Exploration & Administrative
Expense (per schedule) 733,775.75
Organization Expense 1,859.65
815,090.16
1,080,529.32

LIABILITIES

Shareholders Equity

Capital Stock
Authorized 7,000,000 shares par value \$1.00 each
Issued fully paid
2,099,500 shares 2,099,500.00
Deduct Discount thereon 730,195.50
1,369,304.50
Deficit 288,775.18
1,080,529.32

QUEBEC MATTAGAMI MINERALS LIMITED

Statement of Exploration and Administrative Expense

For the Period January 1st, to September 15, 1965

Balance - December 31, 1964 743,015.23

Exploration Expenses

Insurance 53.50
Maps 2.55
Mining Taxes & Licenses 356.50 412.55

Administrative Expenses

Head Office Services & Rent 2,000.00
Accounting Fees 400.00
Legal Fees 225.00
Reports to Shareholders 761.74
Filing Fees & Corporation Taxes 200.00
Transfer Agents and Registrar Fees 302.58
Telephone & Telegraph 10.20 3,899.52
4,312.07
747,327.30

Income

Interest Earned - Bank 791.55
Profit on Sale 80% Interest Agnew Lake Claims 12,760.00
13,551.55
Balance - September 15, 1965 733,775.75

Director

Director

QUEBEC MATTAGAMI MINERALS LTD.

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD DECEMBER 31st, 1964 to SEPTEMBER 8th, 1965

Bank Balances, December 31st, 1964	25,439.68
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Receipts

Proceeds sale 80% Interest Agnew Lake Claims	25,777.00	
Guaranty Trust Savings Interest	791.55	26,568.55
		52,008.23

Disbursements

Exploration Expenses

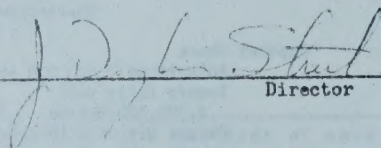
Restaking	940.00	
Maps	2.55	
Insurance	53.50	
Mining Taxes & Licenses	433.50	1,429.55

Administrative Expenses

Head Office Services & Rent	2,000.00	
Accounting Fees	400.00	
Audit Fees	300.00	
Reports to Shareholders	761.74	
Filing Fees & Corporation Taxes	200.00	
Legal Fees	225.00	
Transfer & Registrar Fees	302.58	
Telephone & Telegraph Fees	10.20	4,199.52
		5,629.07

Bank Balances September 8th, 1965	46,379.16
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There have been no material changes in the items on the balance sheet since the date thereof except as disclosed on the within Statement of Source and Application of Funds.


Director


Director

ENGINEER'S REPORT

NOTE: The following are excerpts from a report by L.G. Phelan, M.A.Sc., P.Eng., Consulting Geologist, dated September 9th, 1965, on mining claims located in Destor Township, Quebec. A complete copy of this report is on file with the Toronto Stock Exchange.

CONCLUSIONS AND RECOMMENDATIONS

The 0.180 oz and 0.211 oz grades quoted above are low.

Also, because of the irregular nature of both values and vein character it is thought likely that the dilution factor will be fairly high.

Other established mines in the vicinity are operating successfully on similar material; however it is considered that a larger tonnage and/or higher grade would be required to insure return of capital and a profit from a new operation.

This is not to be considered a condemnation of the property.

It is considered probable that the presently known ore shoots can be extended, and the numerous known gold occurrences suggest that more can be found. Very little drilling has been done below the existing workings. Intensive drilling north of the workings has outlined additional ore shoots, while the more widely-spaced holes south of the workings indicate the presence of gold-bearing zones that require greater detailing. Also, while the total amount of drilling done to date is considerable, probably 90% has been restricted to about 60 acres around the shaft.

The following program is recommended:

1. A thorough re-study of the geology of the property, including preparation of a model of the drilled area around the underground

workings and main showings. Estimated cost \$1500 - \$2000.

2. A magnetometer survey which may better outline the fold, and indicate similar structures, faults, shears, etc. Estimated cost \$5,000 - \$6,000.
3. Drilling as indicated by 1 and 2 above. It is suggested the company be prepared to undertake a minimum of 10,000 feet at an estimated overall cost of \$5.00 per foot.
4. It is likely at this point that further underground work will be required. Specific recommendations will be deferred until a later date.

Respectfully submitted,


L. G. Phelan, M.A.Sc., P.Eng.
Consulting Geologist

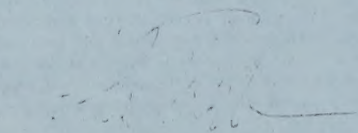
Toronto, Ontario
9 September, 1965

CERTIFICATE OF QUALIFICATION

I, Leo Gerard Phelan, do hereby certify that:

1. I am a practising consulting geologist with offices at 80 Richmond Street West, Toronto 1, Ontario.
2. I am a graduate of the University of Toronto and have been granted the degrees of Bachelor of Applied Science and Master of Applied Science in geology, having received the former degree in June, 1947 and the latter degree in June, 1949.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the Canadian Institute of Mining and Metallurgy and a fellow of the Geological Association of Canada.
4. I have no interest direct or indirect in the properties or securities of Quebec Mattagami Minerals Limited nor do I expect to receive any such interest whatsoever.
5. Information in this report is based on Company records and on my experience in the general area. While I am familiar with and have worked in Dector Township I have not visited the Thurbois Mine property, since company records are quite complete, and anything other than a very extended and detailed study is unlikely to provide new information of value.

Toronto, Ontario
9 September, 1965



L. G. Phelan

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Thomson Kernaghan & Co. Ltd. 365 Bay Street Toronto, Ontario	515,860 shares (of which 165,000 are escrowed)
	Bert W. Lang 2577 Lakeshore Blvd. West Toronto, Ontario	300,000 shares (of which 265,000 are escrowed)
	Chib Kayrand Copper Mines Ltd. Room 302, 215 St. James Street West Montreal, Quebec	90,000 shares
	Edward Bosada 471 Murdock Street Noranda, Quebec	50,000 shares (all escrowed)
	Bache & Co. 360 Bay Street Toronto, Ontario	48,774 shares
With the exception of 165,000 escrowed shares registered in the name of Thomson Kernaghan & Co. Ltd., the beneficial owners of which are set out in Item 14 above, the signatories hereto do not know the names of the beneficial owners of the shares set out above.		
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	There is no person whose shareholdings are large enough to materially affect control of the Company. However, if the directors are able to obtain proxies from the shareholders referred to in Item 15, they may be able to affect control of the Company.	
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Not applicable	
18. Brief statement of any lawsuits pending or in process against company or its properties.	None	
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The Company is not a party to any material contracts entered into by it otherwise than in the ordinary course of its business which is still in effect or which is not disclosed in the foregoing.	
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	By an agreement dated March 3, 1965 as amended by an agreement dated April 7, 1965, the Company sold to Kerr-Addison Mines Limited, 44 King Street West, Toronto, an 80% interest in 26 unpatented mining claims in Hyman Township, Sudbury Mining Division in consideration of the sum of \$25,777.00.	
	J. Douglas Streit and William E. Rearden, two of the directors of the Company, are directors and shareholders of J. Bradley Streit & Company Limited. They have declared to the board of directors of the Company their interest in the underwriting referred to in Item 6 and have refrained from voting on the transaction as directors of the Company. There is no other material fact not disclosed in the foregoing or in the accompanying financial statement. Upon the acceptance hereof for filing by the Toronto Stock Exchange, the shares purchased pursuant to the underwriting agreement referred to in Item 6 will be in the course of primary distribution to the public.	

CERTIFICATE OF THE COMPANY

DATED September 15 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

QUEBEC MATTAGAMI MINERALS LIMITED

"C.A. Colville" Per: _____ CORPORATE SEAL

"W.E. Rearden" Per: _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

J. BRADLEY STREIT & COMPANY LIMITED

"C.W. Streit" Per: _____

"H.J. Shanacy" Per: _____